

EXHIBIT 1

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Matt

[Details](#)

Text Message
Thu, Nov 10, 4:07 PM

Hi Matt - sent you a counter offer by email. Let me know if you have questions. I'm trying not to work tomorrow (holiday), but I can be available if necessary. Thanks!

Hi Matt, I'm currently on the subway, but I'll look it over and give you a call once I get home.

No rush. Thanks for confirmation though.

Fri, Nov 11, 11:36 AM

Hi Matt - any updates?



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Not as of yet. Brian is reaching out to them today, but they were busy earlier today. I'll update you if I hear anything.

Appreciated

Fri, Nov 11, 1:46 PM

Interesting issue. In light of Brian's threats against Sullivan/us, we may need a personal release as well. Not conventional by any means. But I think wise on our part. Any issue with adding?

Maybe we just add "and their counsel" in the



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Maybe we just add "and their counsel" in the release provisions? That could work

I don't see any problem with that, but I have to run it by Brian.

No problem

I just heard back from Brian. He says that Lofted is in agreement with the terms. They do want to look over the agreement in regards to the social media, but everything else has been approved.

Sound great Matt.



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Matt

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Sound great, Matt.
Thanks for the update.

Wed, Nov 16, 9:10 AM

Hi Matt - any changes to
the agreement? I think all
we need is an address
for the check

Not so far. Brian is just
reading it over and then
we will confirm the
signing for you.


Thanks! Was hopeful to
wrap up today or at least
soon. My next week and
a half is pretty full

I think we should have it
to you by tomorrow



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Messages

Matt

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I think we should have it to you by tomorrow latest. There are some other things Lofted is working on right now, that's giving us a bit of a delay, but we'll have it to you asap.

Sounds good. Thx!

Fri, Nov 18, 10:21 AM


Hi Matt - just checking in. Any hope that this will be wrapped up today?

Brian has been in contact with Sarah as far as I know. I know he mentioned he was talking to Tobin today,



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Brian has been in contact with Sarah as far as I know. I know he mentioned he was talking to Tobin today, but that's as much as I know right now.

Got it. I heard the same but figured I'd check. I'm not available most of next week so just trying to make sure this fits into the schedule.

No problem. I'll keep you looped into anything I hear.

Thanks!

Mon, Nov 21, 10:31 AM



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Matt

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Mon, Nov 21, 10:31 AM

Hi Matt - any updates?
The review seems to be
taking longer than
anticipated. Thanks!

I believe Brian sent
something over to Sarah
today

Got it. I'll check with her.
Haven't spoken with her
today (I'm not at the
office). Appreciated!

Mon, Nov 21, 2:24 PM

It appears Brian entirely
re-wrote the agreement
including by removing
mandatory trademark
assignment language. He



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It appears Brian entirely re-wrote the agreement including by removing mandatory trademark assignment language. He also seems to have eliminated the domain assignment and removed the releases of liability entirely. There are other problems as well (some probably just inadvertent mistakes). What happened here? We had this buttoned up.

I honestly don't know. He said he wanted to read the agreement and he has been discussing it with Lofted. I'm not sure exactly what went on



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Matt

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exactly what went on there.

Hi Matt - I left you a message. We really should discuss as Brian's changes appear to be putting the overall agreement in danger. That would be a real shame for many reasons.

Hey Matt, just got your message. I completely understand, but it might be better if you discussed this with Brian. I'm pretty much off the case at this point, besides making the necessary appearances for now. He's been in contact with Lofted and



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Matt

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Hey Matt, just got your message. I completely understand, but it might be better if you discussed this with Brian. I'm pretty much off the case at this point, besides making the necessary appearances for now. He's been in contact with Lofted and has a better idea of what's going on and can hopefully explain why this is happening.

Matt - if this falls apart because of Brian's involvement, I imagine we will still need to deal with you directly (since I suspect he can't practice in the New York court)



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Matt

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Matt - if this falls apart because of Brian's involvement, I imagine we will still need to deal with you directly (since I suspect he can't practice in the New York court). Discovery and a possible amendment to add breach of contract would happen quite quickly (courts sometimes enforce unsigned settlement agreements). I'd like to avoid all of that, and so far, working through Brian has not been productive.

Matt, threatening further legal action is not the way to push a settlement



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Matt, threatening further legal action is not the way to push a settlement through. I have done my best to get the settlement agreement completed. As I stated above, I cannot speak to why the changes were made, at this point. Brian can, so if you are looking for information about that, you may contact him.

As you know, Matt, we worked carefully on this language together (with Sarah's assistance). We understood that there was an agreement. Brian's proposal to amend the agreement



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Matt

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As you know, Matt, we worked carefully on this language together (with Sarah's assistance). We understood that there was an agreement. Brian's proposal to amend the agreement - after my client spent several thousand finalizing it - is the part that is not productive. Please consider our perspective and our client's perspective. How do we justify that your client offered the domain, etc. at a specific price (that my client agreed to) and now Brian is withdrawing that unilaterally? Possibly if



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Matt

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agreed to) and now Brian is withdrawing that unilaterally? Possibly if Lofted will agree to stop using the mark with no payment, it might make sense to amend what we already worked out. But the current posture presented by Brian is a complete walk back of terms already hashed out and finalized.

Tue, Nov 22, 9:10 AM

Hi Matt - can you confirm...are you withdrawing as counsel? We've received a slew of texts and emails this morning from Brian, so I'm just trying to confirm.



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3:09 PM



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Matt

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out and finalized.

Tue, Nov 22, 9:10 AM

Hi Matt - can you confirm...are you withdrawing as counsel? We've received a slew of texts and emails this morning from Brian, so I'm just trying to confirm. I realize you don't want to be involved in the case anymore, but since you are the attorney of record, convention would dictate that we communicate through you. Please let me know. Thanks! Also, if you are available for a call, maybe we can figure something out here.



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